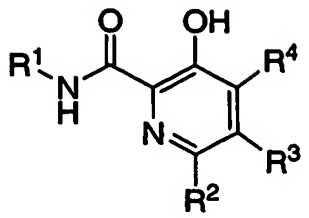
WHAT IS CLAIMED IS:

1. A compounds of the Formula:



wherein:

R^1 is selected from:

a) hydrogen,

b) aryl, heterocycle, C_3-C_{10} cycloalkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, and

c) C_1-C_6 alkyl, unsubstituted or substituted with 1 to 5 substituents selected from:

1) aryl, unsubstituted or substituted with 1 to 5 substituents selected from:

i) C_1-C_6 alkyl, unsubstituted or substituted with 1-3 fluoro,

ii) C_3-C_6 cycloalkyl,

iii) C_2-C_6 alkynyl,

iv) OR^{10},

v) aryl,

vi) heterocycle,

vii) CN, and

viii) halo;

2) heterocycle, unsubstituted or substituted with 1 to 5 substituents selected from:

i) C_1-C_6 alkyl, unsubstituted or substituted with 1-3 fluoro,

ii) $-OR^{10}$,

iii) aryl, and

iv) halo;

3) C_3-C_{10} cycloalkyl,

4) C_2-C_6 alkenyl,

5) C_2-C_6 alkynyl,

6) $-OR^{10}$,

7) $-S(O)_mR^{11}$,
8) $-NR^6-C(O)R^7$,
9) $-C(O)-N(R^6)(R^7)$,
10) -CN,
11) $-NR^6-C(O)-N(R^6)(R^7)$,
12) $-C(O)-OR^{10}$,
13) halo, and
14) $-N(R^6)(R^7)$;

R^2 is selected from:

a) $-NR^6-C(O)R^7$,
b) $-NR^6-S(O)_2R^7$, and
d) c) $-NR^6-S(O)^2-N(R^6)(R^7)$;

R^3 and R^4 are independently selected from:

hydrogen, aryl, heterocycle, halo, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_1-C_4 haloalkyl, $R^{10}O$-, $R^{11}S(O)_m$-, $R^6C(O)$-NR^7-, CN, $(R^6)(R^7)N$-C(O)-(NR^6)-, $(R^6)(R^7)$-N-C(O)-, $R^{10}C(O)$-, $R^{10}OC(O)$-, and $N(R^6)(R^7)$; or

wherein R^3 and R^4 are optionally joined to form a saturated or unsaturated ring, containing 0-3 heteroatoms, wherein said ring is phenyl, pyridyl, pyrimidinyl, pyrazinyl, thiophenyl, furanyl, imidazolyl, thiazolyl, oxazolyl, and triazolyl, as well as partially saturated analogues thereof, said ring optionally substituted with one or more of:

aryl, heterocycle, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, C_2-C_6 alkynyl, $R^{10}O$-, $R^{11}S(O)_m$-, $R^6C(O)N\,R^7$-, $R^6S(O)2NR^7$-, $(R^6)(R^7)N$-C(O)-, CN, $R^{10}OC(O)$-, F, and -$N(R^6)(R^7)$;

R^6 and R^7 are independently selected from hydrogen, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, heterocycle, aryl, unsubstituted or substituted withone or more of:

a) C_1-C_4 alkyl,
b) C_1-C_4 alkoxy,
c) aryl or heterocycle,
d) halo,
e) $-OR^{10}$, and
f) $-N(R^{10})_2$;

wherein R^6 and R^7 may be joined to form a ring;

R^{10} is independently selected from hydrogen, C_1-C_6 alkyl, $-CF_3$, C_3-C_{10} cycloalkyl, benzyl, and aryl;

R^{11} is independently selected from C_1-C_6 alkyl, and aryl;

m is 0, 1, or 2;

and pharmaceutically acceptable salts and individual diastereomers thereof.

2. The compound according to Claim 1, wherein R^1 is $-CH_2$-aryl; unsubstituted or substituted with 1-3 substituents selected from: fluoro, chloro, bromo, iodo and methyl.

3. The compound according to Claim 1, wherein R^1 is benzyl, substituted with 1-3 fluoro.

4. The compound according to Claim 1, wherein R^1 is $-CH_2C(O)OR^{10}$.

5. The compound according to Claim 1, wherein R^1 is $-CH_2C(O)OC(CH_3)_3$.

6. The compound according to Claim 1, wherein R^1 is $-CH_2C(O)NHR^6$.

7. The compound according to Claim 1, wherein R^1 is $-CH_2C(O)NH(C_4$-C_{10} cycloalkyl).

8. The compound according to Claim 1, wherein R^1 is $-CH_2C(O)NH$-aryl.

9. The compound according to Claim 1, wherein R^2 is $-NR^6$-$S(O)_2R^7$.

10. The compound according to Claim 1, wherein R^3 is hydrogen.

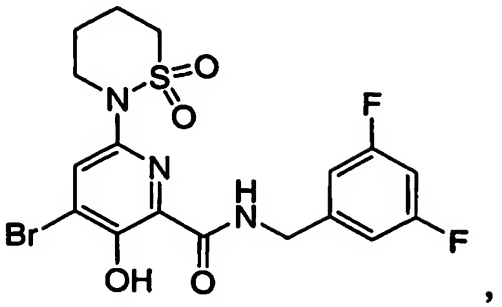
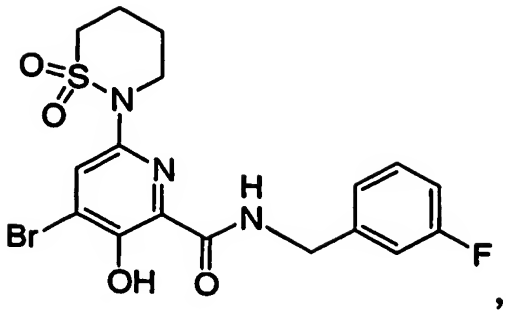
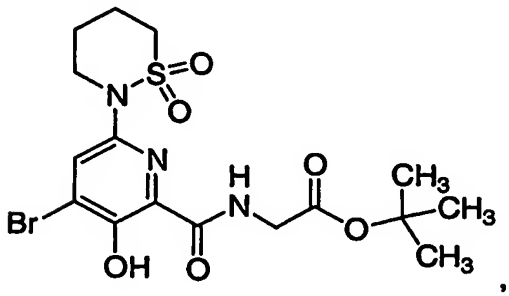
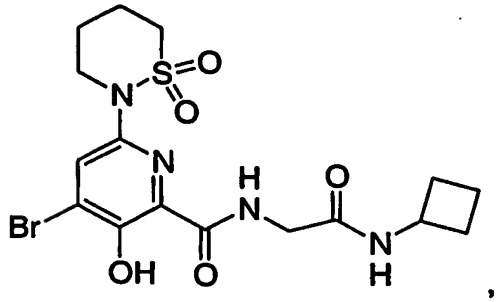
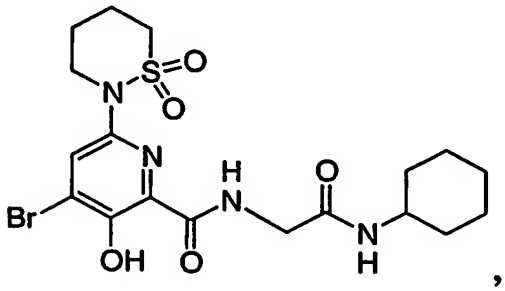
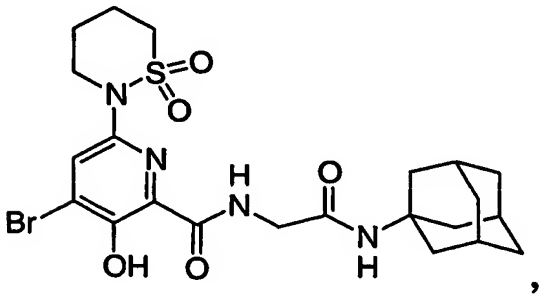
11. The compound according to Claim 1, wherein R^3 and R^4 are joined to form a ring selected from: phenyl, pyridyl, pyrimidinyl and pyrazinyl.

12. The compound according to Claim 1, wherein R^3 and R^4 are joined to form a pyridyl ring.

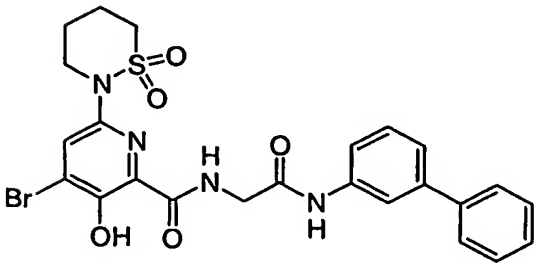
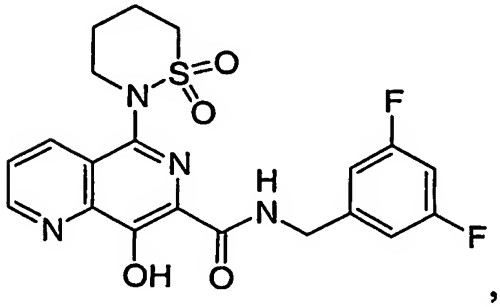
13. The compound according to Claim 1, wherein R^4 is bromo.

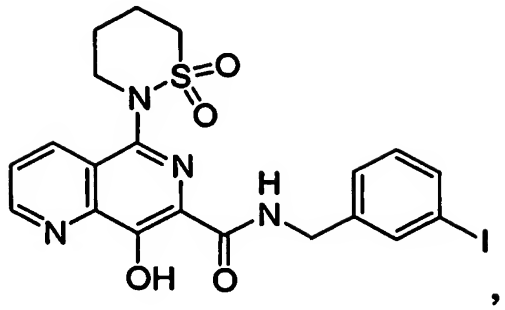
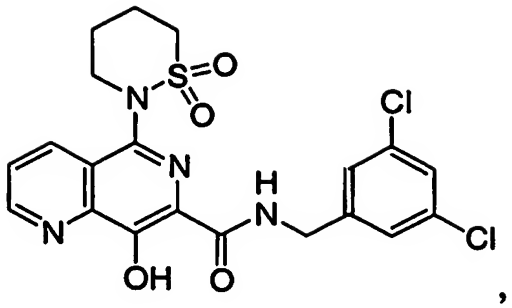
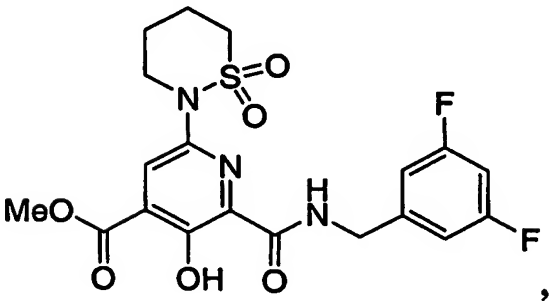
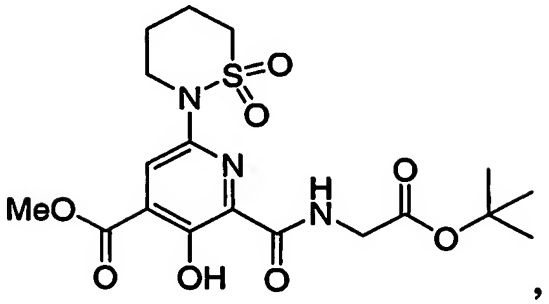
14. The compound according to Claim 1, wherein R^4 is $-C(O)OR^{10}$.

15. A compound selected from:


,

,

,

,

,

,

5


,

,


,

,

,

,

and pharmaceutically acceptable salts and individual diastereomers thereof.

16. A pharmaceutical composition which comprises an inert carrier and the compound of Claim 1.

17. A method for antagonism of CGRP receptor activity in a mammal which comprises the administration of an effective amount of the compound of Claim 1.

18. A method for treating, controlling, ameliorating or reducing the risk of headache, migraine or cluster headache in a mammalian patient in need of such which comprises administering to the patient a therapeutically effective amount of the compound of Claim 1.

19. A method for modulation of AM receptor activity in a mammal which comprises the administration of an effective amount of the compound of Claim 1.

20. A method for treating, controlling, ameliorating or reducing the risk of cancer, diabetic retinopathy, vascular disorders, heart failure, septic shock, hypertension, renal failure and diabetes in a mammalian patient in need of such which comprises administering to the patient a therapeutically effective amount of the compound of Claim 1.

21. A method of treating or preventing migraine headaches, cluster headaches, and headaches, said method comprising the co-administration, to a person in need of such treatment, of:

a therapeutically effective amount of the compound of claim 1 or a pharmaceutically acceptable salt thereof; and

a therapeutically effective amount of a second agent selected from serotonin agonists, analgesics, anti-inflamatory agents, anti-hypertensives and anticonvulsants.

22. The method of claim 21, wherein said second agent is selected from a $5HT_{1B/1D}$ agonist, a $5HT_{1D}$ agonist, a $5HT_{1F}$ agonist, ergotamine, dihydroergotamine, aspirin, acetaminophen, a glucocorticoid, a non-steroidal anti-inflammatory agent.

23. The method of claim 21, wherein said second agent is selected from angiotensin II antagonists, angiotensin I antagonists, angiotensin converting enzyme inhibitors, and renin inhibitors.

24. A method of treating or preventing migraine headaches, cluster headaches, and headaches, said method comprising the co-administration, to a person in need of such treatment, of:

a therapeutically effective amount of the compound of claim 1 or a pharmaceutically acceptable salt thereof; and

a therapeutically effective amount of a second agent selected from anti-anxiety agents, neuroleptics, beta-blockers, calcium channel blockers, anti-depressants, selective serotonin reuptake inhibitors, NE reuptake inhibitors, botulinum toxins A or B, vanilloid receptor antagonists, adenosine 1 antagonists, NR2B antagonists, substance P antagonists, granzyme B

inhibitors, endothelin antagonists, norepinephrin precursors, nitric oxide synthase inhibitors, neuroleptics, bradykinin antagonists, gap junction inhibitors, AMPA/KA antagonists, sigma receptor agonists, chloride channel enhancers, monoamine oxidase inhibitors, opioid agonists, and leukotriene receptor antagonists, anti-emetics, prokinetics, and histamine H1 antagonists.